

V69549

B. BURGER, INC.
701 Southeast Sixth Avenue, Suite 204
Delray Beach, Florida 33483
(561) 272-7555 (O)
(561) 278-3578 (F)

April 16, 1998

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: **B. Burger, Inc. - Dissolution**

Dear Sir:

Enclosed for filing are Articles of Dissolution for the above-captioned company. Also enclosed is our check in the amount of \$35. to cover the filing fee. Thank you.

Very truly yours,



Dana M. Scheer
Secretary

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Dissolution

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ARTICLES OF DISSOLUTION

Articles of Dissolution, pursuant to §607.267 (the Florida General Business Corporation Act) for *B. BURGER, INC.*, a Florida corporation, pursuant to the provisions of Florida Statutes §607.267 ("Florida General Corporation Act"), the undersigned Corporation adopts the following Articles of Dissolution for the purpose of dissolving the Corporation:

1. The name of the Corporation is *B. BURGER, INC.*
2. The names and respective addresses of the officers of the Corporation are as follows:

Barry W. Florescue, President/Treasurer
c/o 701 S.E. 6th Avenue, #204
Delray Beach, FL 33483

Dana M. Scheer, Secretary
c/o 701 S.E. 6th Avenue, #204
Delray Beach, FL 33483

3. The names and respective addresses of the directors of this Corporation are as follows:

Barry W. Florescue
c/o 701 S.E. 6th Avenue, #204
Delray Beach, FL 33483

Dana M. Scheer
c/o 701 S.E. 6th Avenue, #204
Delray Beach, FL 33483

4. All liabilities and obligations of the Corporation have been paid or discharged or adequate provision has been made for the payment of all the liabilities and obligations of the Corporation.
5. No property or assets remain to be distributed among the Shareholders or the Corporation after the payment of all debts, obligations and liabilities of the Corporation.
6. There are no actions pending against the Corporation in any Court.

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SECRETARY OF STATE

7. The Corporation elected to dissolve by act of the Corporation, a Resolution to Dissolve having been duly adopted by all of the Directors and all of the Shareholders on March 31, 1998. A copy of such Resolution is attached to these Articles.

B. BURGER, INC., a
Florida corporation

By: [Signature]
BARRY W. FLORESCUE, President
(Director/Shareholder)

By: [Signature]
DANA M. SCHEER,
Secretary/Director

STATE OF FLORIDA
COUNTY OF PALM BEACH

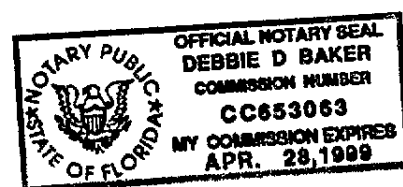
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THE FOREGOING Articles of Dissolution for B. BURGER, INC., a Florida corporation, were acknowledged this 16 day of APRIL, before me, by BARRY W. FLORESCUE, president of B. Burger, Inc. He is personally known to me or has produced _____ as identification, and did not take an oath.

[Signature]
NOTARY PUBLIC
DEBBIE D BAKER
Print/Type Notary Name

My Commission Expires:

[NOTARIAL SEAL]



STATE OF FLORIDA
COUNTY OF PALM BEACH

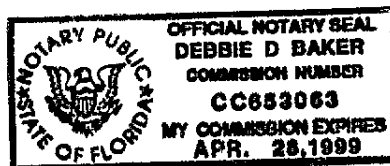
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) SS:
)

THE FOREGOING Articles of Dissolution for B. BURGER, INC., a Florida corporation, were acknowledged before me this 16 day of April, by DANA M. SCHEER, secretary of B. Burger, Inc. He is personally known to me or has produced _____ as identification, and did not take an oath.

Debbie D Baker
NOTARY PUBLIC
DEBBIE D. BAKER
Print/Type Notary Name

My Commission Expires:

[NOTARIAL SEAL]



CORPORATE RESOLUTION

I, DANA M. SCHEER, Secretary of B. BURGER, INC., a Florida corporation, hereby certify that the directors and shareholders of said corporation duly adopted the following resolutions at a meeting duly held March 31, 1998, and they are in full force and effect and unmodified as of the date hereof:

RESOLVED, that the President or Vice President of this Corporation are hereby authorized and directed on behalf of this Corporation to execute and deliver to the Secretary of State of Florida, Articles of Dissolution for this Corporation. Such Articles shall act to dissolve said Corporation which has been deemed in the best interests of this Corporation and the Stockholders thereof, and

RESOLVED FURTHER, that the dissolution of this Corporation shall become effective immediately upon execution of the Articles of Dissolution, subject to reasonable time for winding up the affairs of the Corporation, discharging all indebtedness and distributing all remaining assets to the Shareholders.

RESOLVED FURTHER, that the President or Vice President of this Corporation is hereby authorized and directed to execute and deliver on behalf of this Corporation such other documents and take such other action on behalf of this Corporation as may be necessary or appropriate to carry out the transactions contemplated by the foregoing Resolutions.

EXECUTED this 16 day of April, 1998.



DANA M. SCHEER, Secretary

[CORPORATE SEAL]

AGREED TO, AND ACCEPTED BY:



BARRY W. FLORESCUE, President/
Director/Shareholder